



NDR AUTO COMPONENTS LIMITED

Corporate office: Plot No.1, Maruti Joint Venture Complex, Gurugram, Haryana-122015

CIN: L29304DL2019PLC347460

Email id: contact@nacl.co.in

Website: www.ndrauto.com

Phone No.: 9643339870-74

13th August, 2024

BSE Limited Corporate Relationship Deptt. PJ Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 543214	National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Scrip Code: NDRAUTO
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Sub: Regulation 30 - Disclosure of events or information under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice, cut-off date and e-voting

Dear Sir/ Madam,

This is in reference to our disclosure dated August 8, 2024 intimating the Stock Exchanges regarding the approval of notice of postal ballot for obtaining the shareholders' approval for issue of bonus shares, NDR ESOP 2024 and to accommodate the above said, shareholders' approval for increase in authorized share capital and alteration in the capital clause of Memorandum of Association of the Company.

The Postal Ballot Notice dated 8th August 2024 for seeking the approval of the Members by way of ordinary and special resolutions, as the case may be, for the aforesaid special businesses set out in the Notice through electronic means (e-voting) only is enclosed.

The details of the calendar of events for the Postal Ballot are as follows:

Sr. No.	Event	Date
1	Voting rights reckoning date/ Cut-off date	Friday, August 9, 2024
2	Last date of Completion of dispatch of Postal Ballot Notice	Tuesday, August 13, 2024
3	Commencement of e-voting	Wednesday, August 14, 2024 Time: 09:00 AM (IST)
4	Conclusion of e-voting	Thursday, September 12, 2024 Time: 05:00 PM (IST)
5	Date of Submission of Scrutinizer's Report	On or before September 14, 2024
6	Date of Announcement of Results of Postal Ballot	On or before September 14, 2024



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The Postal Ballot Notice along with explanatory statement and instructions for e-voting is also available on the website of the Company: <https://ndrauto.com/> and on the website of NSDL at <https://www.evoting.nsdl.com/>.

Kindly take the same on your record.

Thanking You,

Yours Faithfully,

For NDR Auto Components Limited

RAJAT

BHANDARI

Digitally signed by

RAJAT BHANDARI

Date: 2024.08.13

14:26:11 +05'30'

Rajat Bhandari

Executive Director and Company Secretary

DIN: 02154950

Encl: As above

NDR Auto Components Limited
CIN: L29304DL2019PLC347460
Registered office: Level-5, Regus Caddie Commercial Tower, Hospitality District Aerocity,
IGI Airport, New Delhi 110037 | Email: cs@ndrauto.com | website: www.ndrauto.com

Postal Ballot Notice

(Pursuant To Section 110 of the Companies Act, 2013)

e-VOTING COMMENCES ON: Wednesday, August 14, 2024 Time: 09:00 AM (IST)	e-VOTING ENDS ON: Thursday, September 12, 2024 Time: 05:00 PM (IST)
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Dear Member(s),

NOTICE is hereby given pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and the latest and one being General Circular No. 9/2023 dated 25th September, 2023 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'the MCA Circulars') and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the special businesses as set out below are proposed to be passed by the Members of NDR Auto Components Limited ('Company'), by the process of Postal Ballot through electronic means (e-voting) only.

The Explanatory Statements under Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are annexed.

The Board of Directors has appointed Mr. R. S. Bhatia, Practicing Company Secretary (holding Membership No. FCS 2599 and CP No. 2514), and failing him, Mr. Hardev Singh, Company Secretary in Practice, (Membership Number: FCS 6673, CP No. 3317), as a Scrutinizer(s) for conducting the postal ballot process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering facility of E-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes in this regard.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the Postal Ballot will be announced on or before September 14, 2024 and would be displayed on the website of the Company: www.ndrauto.com and will be communicated to the Stock Exchanges where the Company's equity shares are listed, the Depository and the Registrar and Share Transfer Agent.

Special Business:

1. To increase Authorised Share Capital of the Company

To consider and in this regard, give assent or dissent to the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and the relevant rules framed there under and in accordance with the relevant provisions of the Articles of Association of the Company, consent and approval of Members of the Company be and is hereby accorded to increase the Authorised Share Capital of Company from Rs. 24,00,00,000/- (Rupees Twenty Four Crore), divided into 2,40,00,000 (Two Crore Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 30,00,00,000/- (Rupees Thirty Crore), divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of 60,00,000 (Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.”

2. To alter the Capital Clause of Memorandum of Association of the Company

To consider and in this regard, give assent or dissent to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including statutory modification (s) or enactment (s) thereof, for the time being in force), subject to such approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to substitute the existing Clause No. 5 of the Memorandum of Association of the Company with the following new Clause No. 5:

“5. The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore), divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.”

3. Issue of Bonus Shares

To consider and in this regard, give assent or dissent to the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, relevant provisions of Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and other applicable regulations, rules and guidelines issued by Securities and Exchange Board of India and the Reserve Bank of India ('RBI') from time to time, and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, consent/ approval of the Members be and is hereby accorded for capitalization of such sum standing to the credit of free reserves of the Company, as may be considered necessary by the Board of Directors (hereinafter referred to as 'the Board', which expression shall be deemed to include a Committee of Directors and senior management officers of the Company duly constituted by the Board), for the purpose of issuance of fully paid-up bonus equity shares) ('bonus shares') to the Members of the Company in the proportion of 1 (one) Bonus Equity Share for every 1 (one) Equity Share held as on such date as may be fixed for this purpose ('record date').

AND THAT the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

RESOLVED FURTHER THAT the bonus shares so allotted shall rank pari passu in all respects with the existing equity shares (fully paid-up) of the Company as on the record date and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the new Equity Shares will be credited in electronic form to the respective beneficiary accounts of the members held with their respective Depository Participant(s), of the shareholders who hold the existing equity shares in electronic form, and in case of members who hold equity shares in physical form, and who do not have valid demat account, the new bonus equity shares shall be dealt with in accordance with applicable provisions of SEBI Regulations and other relevant authorities within the prescribed time.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Equity Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, if any, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or Reserve Bank of India or approval of any other appropriate regulatory/statutory authorities, as may be necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, Board be and is hereby authorized to delegate such powers and/or authority to any one or more of the Wholtime Director, Chief Financial Officer, Company Secretary or any other person / official for implementation of the above resolution and to make listing and/or trading application to the Stock Exchanges and to deal with Depositories and any other authorities as may be required for the aforesaid shares and to sign and execute all necessary forms, paper, writings, agreements and documents as may be deemed necessary and expedient in the aforesaid matters and to do such other acts and deeds required to give effect to the aforesaid resolutions.”

4. Implementation of NDR Auto Components Limited - Employee Stock Option Plan 2024

To consider and in this regard, give assent or dissent to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules thereunder, applicable Regulations of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any statutory modification(s) or re-enactment thereof (hereinafter referred to as SBEB Regulations), the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded for the implementation of ‘**NDR Auto Components Limited – Employee Stock Option Plan 2024**’ (NDR ESOP 2024 or Scheme), the salient features of which are detailed in the Explanatory Statement to this Notice, and authorise the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, to which the Board has also authorised to execute all functions of Compensation Committee and to exercise its powers, including the powers, conferred by this resolution), to create, issue, offer, grant and allot from time to time, in one or more tranches, up to 2,50,000 (Two Lakh Fifty Thousand) Stock Options convertible into 2,50,000 (Two Lakh Fifty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each fully paid up, ranking pari passu with the existing equity shares of the Company for all

purposes and in all respects, including payment of dividend, to or for the benefit of the employees (including employees of the group, subsidiary, holding and or associate company), exclusively working in India or outside India, who are in the employment of the Company including any Director, whether Whole-Time or otherwise (other than the employee who is Promoter or person belonging to the Promoter Group, Non-Executive Chairman, Independent Directors of the Company and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), on such terms and conditions as the Board may decide under the Scheme in accordance with the SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 10 /- (Rupees Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted, in accordance with the NDR ESOP 2024 on the Stock Exchanges where the equity shares of the Company are listed as per the provisions of the Listing Regulations, SBEB Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the NDR ESOP 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate NDR ESOP 2024, subject to compliance with the applicable laws and regulations, in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and being incidental for effective implementation and administration of the Scheme and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to NDR ESOP 2024 and to do all other things incidental to and ancillary thereof.”

5. Extension of “NDR Auto Components Limited - Employee Stock Option Plan 2024” to the Employees of Group Company(ies) of the Company

To consider and in this regard, give assent or dissent to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules thereunder, Regulation 6 and other applicable

provisions, if any of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any statutory modification(s) or re-enactment thereof) (hereinafter referred to as SBEB Regulations), the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded to extend the benefits of the '**NDR Auto Components Limited – Employee Stock Option Plan 2024**' (NDR ESOP 2024 or Scheme) referred to in Resolution No. 4 above, and authorize the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, to which the Board has also authorised to execute all functions of Compensation Committee and to exercise its powers, including the powers, conferred by this resolution), to create, issue, offer, grant and allot from time to time, in one or more tranches, up to 2,50,000 (Two Lakh Fifty Thousand) Stock Options convertible into 2,50,000 (Two Lakh Fifty Thousand) Equity Shares of face value of Rs. 10 /- (Rupees Ten only) each fully paid up, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend, to or for the benefit of the employees, exclusively working in India or outside India, who are in the employment of the Group Company(ies) (present and future, if any), which includes the holding, subsidiary and associate Company(ies) of the Company, including any Director, whether Whole-Time or otherwise (other than the employee who is Promoter or person belonging to the Promoter Group, Independent Directors of the Group Company (ies) and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), on such terms and conditions as the Board may decide under the Scheme in accordance with the SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the maximum number of Stock Options to be granted to eligible employees of both the Company and its Group Company(ies) under the Scheme shall not cumulatively exceed 2,50,000 (Two Lakh Fifty Thousand) Stock Options convertible into 2,50,000 (Two Lakh Fifty Thousand) Equity Shares of face value of Rs. 10 /- (Rupees Ten only) each fully paid up, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock Options of the Company are to be issued to the Employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 10 /- (Rupees Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted, in accordance with the NDR ESOP 2024 on the Stock Exchanges where the

equity shares of the Company are listed as per the provisions of the SEBI Listing Regulations, the SBEB Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the NDR ESOP 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate NDR ESOP 2024, subject to compliance with the applicable laws and regulations, in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and being incidental for effective implementation and administration of the Scheme and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to NDR ESOP 2024 and to do all other things incidental to and ancillary thereof.”

By and on behalf of the Board
For NDR AUTO COMPONENTS LIMITED

Rajat Bhandari
Executive Director and Company Secretary
Mem. No.: ACS No. A7971

Place: Gurugram

Date: August 8, 2024

Registered Office: Level-5, Regus Caddie Commercial Tower,
Hospitality District Aerocity, IGI Airport, New Delhi 110037

Notes:

1. The explanatory statements pursuant to Section 102 of the Companies Act, 2013 in regard to the special businesses to be transacted are annexed hereto.
2. In accordance with the MCA circulars, the Postal Ballot Notice is being sent only in electronic form to Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on August 9, 2024 (cut-off date) and who have registered their e-mail addresses with the Company/Depositories. The Postal Ballot Notice has also been placed on the websites of the Company and NSDL. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.
3. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
4. Service of Postal Ballot Notice electronically:

Members holding shares in physical mode	This postal ballot notice is issued electronically to Members whose email addresses are available and registered in the records of the Registrar and Transfer Agent.
Members holding shares in demat mode	This postal ballot notice is issued electronically to Members whose email addresses are available and registered in the records of the Depositories.

5. In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA circulars issued from time to time, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by National Securities Depository Limited (NSDL). The instructions for e-voting are annexed to this Notice.

Remote e-voting timeline:

Commencement of e-voting	August 14, 2024 from 09:00 a.m. (IST)
Conclusion of e-voting	September 12, 2024 till 05:00 p.m. (IST)

6. A Member cannot exercise his/her vote through proxy on Postal Ballot.
7. The resolution, if passed with requisite majority by the Members through Postal Ballot shall be deemed to be passed on the last date of the voting period i.e. on September 12, 2024 and shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.

8. The Company has appointed Mr. R.S. Bhatia, Company Secretary in Practice, (Membership Number: FCS 2599, CP No. 2514) and failing him, Mr. Hardev Singh, Company Secretary in Practice, (Membership Number: FCS 6673, CP No. 3317) to act as the Scrutinizer, to scrutinize the entire evoting process in a fair and transparent manner.
9. Relevant documents referred to in the Postal Ballot Notice and the Statement under Section 102 of the Act are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 05:00 p.m. on all working days (Monday - Friday) till the last date for e-voting. Members seeking inspection may send an e-mail to cs@ndrauto.com.

10. The instructions for E-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/

	<p>either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com

	<p>and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open

the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsbhatia@cs@ndrauto.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/ RTA email id at cs@ndrauto.com / beetalrta@gmail.com.**
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/ RTA email id at cs@ndrauto.com / beetalrta@gmail.com.** If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are

allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013

Item No. 1,2 and 3

The equity shares of your Company are listed on National Stock Exchange of India Ltd. (NSE) and BSE Limited (BSE) for the last four years. With a view to reward the shareholders, the Board of Directors, at its meeting held on 8th August, 2024, approved and recommended for consideration of Members the following:

- i. Issue of 1 (one) Bonus Equity Share for every 1 (one) fully paid-up Equity Share by capitalizing such sums out of the free reserves and other permitted reserves of the Company as available as per audited balance sheet of the company as at March 31, 2024.

The Issued, Subscribed and Paid-up Capital of the Company shall be increased to a sum not exceeding Rs. 23,78,53,040/- (Rupees Twenty Three Crore Seventy Eight Lakh Fifty Three Thousand and Forty) by capitalizing a sum not exceeding Rs. 11,89,26,520/- (Rupees Eleven Crore Eighty Nine Lakh Twenty Six Thousand Five Hundred and Twenty) from free reserves and other permitted reserves as per Audited Financial Results as on 31st March 2024 which were adopted by the shareholders in the 5th Annual General Meeting of the Company held on 22nd July 2024. The same is proposed to be applied in paying up in full not exceeding 1,18,92,652 Equity Shares of Rs. 10/- each.

Article 38 of Articles of Association of the Company permits capitalization for the time being standing to the credit of any of the Company's free reserve account or to the credit of the profit and loss account, or any other reserve otherwise available for distribution.

The bonus shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the record date.

- ii. To accommodate further issue of shares on account of Bonus and Employee Stock Option Plan, it is necessary to increase the authorized share capital and alter the capital clause of the Memorandum of Association of the Company as mentioned in item number 1 & 2 of the Notice. Pursuant to provisions of Section 13, 61 and 63 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements, the members may by way of Ordinary Resolution approve increase in authorized share capital and issue of bonus shares (Item no. 1 and 3 of the Notice) and by way of Special Resolution (item no. 2 of the notice) approve alteration of Clause No. 5 i.e. Capital Clause of Memorandum of Association of the Company for the purpose of capitalization of free reserves and implementation of NDR Auto Components Limited - Employee Stock Option Plan 2024.

A copy of the amended Memorandum of Association of the Company (MOA) is available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of result of Postal Ballot, at the website of the Company at www.ndrauto.com.

The record date shall be fixed for the aforesaid issue of bonus shares.

Pursuant to proviso to Chapter XI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the bonus shall be implemented within two months from the date of the meeting of Board of Directors wherein the decision to announce the bonus issue was taken subject to shareholders' approval.

Accordingly, the Company will take requisite steps for implementing the aforesaid corporate actions on or before 7th October, 2024.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolutions, except to the extent of equity shares held by them in the Company and equity shares which may be allotted to them.

The Board of Directors recommends passing of the Ordinary Resolutions set out in item no. 1 and 3 and Special Resolution set out in item no. 2 in the Notice.

Item No. 4 and 5

The Company believes that Equity based compensation schemes are an effective tool to reward the talent working with the Company and its Group Company(ies) (present and future, if any), which includes its holding, subsidiary and associate company(ies). It provides an opportunity to employees to share the growth of the Company and to create long-term wealth in the hands of the employees. With a view to motivate employees seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents and to retain them for ensuring sustained growth, to reward for loyalty, to link interests of employees with shareholders, the Company intends to implement Employee Stock Option Plan namely '**NDR Auto Components Limited - Employee Stock Option Plan 2024**' (NDR ESOP 2024 or Scheme) for the employees of the Company and its Group Company(ies) (present and future, if any).

Based on the recommendation of the Nomination and Remuneration Committee (Committee), the Board of Directors of the Company at their meeting held on Thursday, 8th August, 2024, had approved the NDR ESOP 2024, subject to the approval of Members, for the benefit of the employees (including employees of the group, subsidiary, holding and or associate company), exclusively working in India or outside India, who are in the employment of the Company and its Group Company(ies) (present and future, if any) including any Director, whether Whole-Time or otherwise (other than the employee who is Promoter or person belonging to the Promoter Group, Independent Directors of the Company, Non-Executive Chairman of the Company and Director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company), under the Scheme in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SBEB Regulations) and other applicable laws.

Under NDR ESOP 2024, the eligible employees shall be granted Stock Options which will be exercisable into equity shares of Rs. 10/- (Rupees Ten only) each of the Company. NDR ESOP 2024 shall be implemented by the Nomination and Remuneration Committee of the Board which will also act as Compensation Committee (Committee) as per the provisions of SBEB Regulations.

The disclosure in terms of Section 62 of the Companies Act read with the Companies (Share Capital and Debenture) Rules, 2014 and Regulation 6(2) read with part C of the schedule I of the SBEB Regulations are as under:

a) Brief Description of the Scheme

The Scheme shall be called as NDR Auto Components Limited – Employee Stock Option Plan 2024. The Scheme contemplates grant of Stock Options to the employees of the Company and its Group Company(ies) (present and future, if any). After vesting of Stock Options, the employees earn a right, but not an obligation, to exercise the vested Stock Options within the exercise period and obtain equity shares of the Company which shall be issued by the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and condition of the Scheme.

The objectives of the Scheme are:

- To provide means to enable the Company to attract and retain appropriate human talent;
- To motivate the employees with incentives and reward opportunities;
- To achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the employees which will lead to long-term wealth creation; and
- To create a sense of ownership and participation amongst the employees or otherwise increase their proprietary interest.

b) Total number of Stock Options to be offered and granted

The total number of Stock Options to be granted under the Scheme shall not exceed 2,50,000 (Two Lakh Fifty Thousand). Each Stock Option when exercised would be converted into one equity share of Rs. 10/- (Rupees Ten only) each fully paid-up and shall be issued by the Company to the employee.

In case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock Options of the Company are to be issued to the Employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

In case the equity shares of the Company are either consolidated or sub-divided, then the number of Equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

c) Identification of classes of Employees entitled to participate in the Scheme

Following classes of employees are entitled to participate in the Scheme:

- i. An employee as designated by the Company, who is exclusively working in India or outside India; or
- ii. Director of the Company, whether a Whole-Time director or not, including a Non-Executive Director who is not a Promoter or member of the Promoter Group or

- Non-Executive Chairman of the Company, but excluding an Independent Director;
or
- iii. an employee as defined in sub-clauses (i) or (ii), of a Group Company(ies) (present and future), in India or outside India, of the Company, but shall not include –
- a) an employee who is a promoter or a person belonging to the promoter group; or
 - b) a director who, either himself or through his relative or through any Body Corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

The Employees to whom the Stock Options would be granted and their eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the Employee) would be determined by the Committee, in its absolute discretion from time to time.

d) Requirements of vesting and period of vesting

The Stock Options granted to any Employee shall vest within the Vesting Period in the manner as set forth in the Grant letter subject to a period of 2 years from the date of grant. Subject to the terms of the Scheme, the Vesting of Stock Options shall be time based (period of service) and / or Performance based (market capitalization, revenue, EBITDA, Return on capital employed, underlying sales growth, free-cash flow, underlying operating profit, market share and such other parameters as may be determined by the Committee) as mentioned in the Grant Letter.

The Board has the power to accelerate and decelerate the vesting of options depending upon achievement of the performance criteria on a case-to-case basis subject to the minimum gap of 2 (two) years between the grant and the first vesting.

e) Exercise price

The exercise price for the purpose of grant of Stock Options shall be the price as may be determined by the Committee.

Subject to the provisions of the NDR ESOP 2024 and applicable law, the exercise price of the options is to be determined by the Nomination and Remuneration Committee at its discretion and will be intimated to the participant in the grant letter but the same is not permitted to be less than the face value of the equity shares of the Company. The same is subject to any fair and reasonable adjustments that may be made on account of corporate actions of the Company in order to comply with the SBEB Regulations and other applicable laws.

f) Exercise period and the process of exercise

The exercise period would commence from the date of vesting and will expire on completion of maximum exercise period of 5 years from the date of respective vesting or such lesser period as may be decided by the Committee at its sole discretion from time to time and mentioned in the Grant Letter of the Grantee. The Stock Options will be exercised by the Employees by submitting an Exercise Letter as prescribed by the Committee.

Exercise of the options are to take place at the time, place and manner prescribed by the Nomination and Remuneration Committee and by executing such documents as may be required under the applicable laws to pass a valid title to the relevant Equity Shares to the participant, free and clear of any liens, encumbrances and transfer restrictions save for those set out therein.

The Stock Options will lapse if not exercised within the specified exercise period.

g) The appraisal process for determining the eligibility of the Employees for the Scheme

The Scheme shall apply to all the Employees engaged in such Grades and Levels as may be decided at the discretion of the Committee/ Board from time to time. The Employees to whom the Stock Options would be granted and their eligibility criteria (including but not limited to future-fit potential, individual performance, merit, grade, conduct and length of service of the Employee, performance of business of the Company and its Group Companies) would be determined by the Committee/ Board, in its absolute discretion from time to time.

h) Maximum number of Stock Options to be issued per Employee and in aggregate under the Scheme

The maximum number of Stock Options granted per Employee will be determined by the Committee on a case to case basis and the aggregate number of Stock Options that may be granted to an identified Employee under the Scheme shall be less than 1% of the issued capital of the Company in any one year at the time of Grant, unless a separate specific approval from shareholders of the Company through Special Resolution is obtained for granting Stock Options that are 1% or more of the issued capital of the Company.

The maximum number of Stock Options, in aggregate, that may be granted pursuant to this Scheme shall not exceed 2,50,000 (Two Lakh Fifty Thousand). Each Stock Option when exercised would be converted into one Equity Share of Rs. 10/- (Rupees Ten only) each fully paid-up and shall be issued by the Company to the employee.

i) Maximum quantum of benefits to be provided per Employee under the Scheme

Any benefit other than grant of options or consequential issue of Equity Shares is not envisaged under NDR ESOP 2024. The maximum quantum of benefits underlying the Stock Options granted to an Employee can be construed to be an amount equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Stock Options, on the basis of difference between the Stock Options Exercise Price and the Market Price of the equity shares on the exercise date.

j) Whether the Scheme is to be implemented and administered directly by the Company or through a trust

The Scheme is proposed to be implemented directly by the Company through the Board / Committee.

k) Whether the Scheme involves new issue of shares by the Company or secondary acquisition or both

The Scheme contemplates only new / fresh / primary issue of equity shares by the Company.

l) Amount of loan to be provided for implementation of the Scheme(s) by the Company to the Trust, its tenure, utilization, repayment terms, etc.

Not applicable - as the Scheme is not implemented through Trust.

m) Maximum percentage of secondary acquisition that can be made by the Trust for the purpose of the Scheme

Not Applicable - as the Scheme is not implemented through Trust.

n) A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of SBEB Regulations

The Company shall comply with the disclosure and accounting policies prescribed in Regulation 15 of SBEB Regulations and any other authorities as applicable, from time to time.

o) Period of lock-in

The Equity Shares allotted upon exercise of Stock Options under the Scheme are not subject to any lock in period.

p) Terms & conditions for buyback, if any, of specified securities covered under these regulations

Not Applicable - as the Scheme does not have any such provision.

q) Method of valuation of Options

The Company proposes to use the Fair Value Method for valuation of the Options as prescribed under the Accounting Standards, as applicable and notified by appropriate authorities from time to time.

r) Condition under which Option may lapse

The option will lapse if not exercised within the specified exercise period. The options may also lapse under certain circumstances even before the expiry of the specified exercise period i.e. in the event of termination of employment or resignation of employee etc as elaborated in the scheme.

Pursuant to the provisions of Sections 62(1)(b) of the Companies Act, 2013 and Regulation 6 of the SBEB Regulations, the implementation of the Scheme and the grant of Stock Options to Employees of the Company and its Group Company(ies), approval of the Members by Special Resolutions are proposed at item nos. 4 and 5 of this Notice respectively.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in these resolutions, except to the extent of their respective shareholding, if any, in the Company and number of Stock Options which may be granted and consequently shares allotted to them, if any, pursuant to NDR ESOP 2024.

The Board recommends the Special Resolutions set out in item nos. 4 and 5 of this Notice for approval of the Members.

By and on behalf of the Board
For NDR AUTO COMPONENTS LIMITED

Rajat Bhandari
Executive Director and Company Secretary
Mem. No.: ACS No. A7971

Place: Gurugram
Date: August 8, 2024
Registered Office: Level-5, Regus Caddie Commercial Tower,
Hospitality District Aerocity, IGI Airport, New Delhi 110037